

GENTA INC DE/
Form 8-K
March 21, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **March 21, 2008**

GENTA INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-19635

(Commission File Number) **33-0326866**

(IRS Employer Identification No.) **200 Connell Drive
Berkeley Heights, NJ**

(Address of Principal Executive Offices) **07922**
(Zip Code)

(908) 286-9800

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On March 21, 2008, Genta Incorporated, (the Company), announced that in its 2007 financial statements included in the Company's Annual Report on Form 10-K, the auditor's opinion contained a going concern qualification. NASDAQ's marketplace rules require NASDAQ-listed companies to publicly announce the receipt of an audit opinion containing a going concern qualification.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
Number**

Description

99.1

Press Release of the Company dated March 21, 2008

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENTA INCORPORATED

Date: March 21, 2008

By:

/s/ GARY SIEGEL

Name:

Gary Siegel

Title:

Vice President Finance

EXHIBIT INDEX

**Exhibit
Number**

Description

**Sequentially
Numbered Page**

99.1

Press Release of the Company dated March 21, 2008